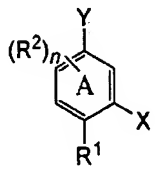
AMENDMENTS TO THE CLAIMS

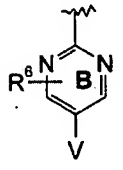
This listing of the claims will replace all prior versions of the claims and listing of the claims in the application:

1. (Currently Amended) A compound having formula (I):

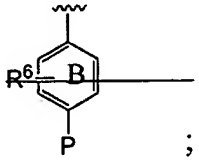


I

or a pharmaceutically acceptable ~~derivative~~ salt thereof, wherein X is



~~or~~



;

R^1 is ~~selected from~~ halogen, ~~hydroxyl~~, lower alkyl[[,]] or lower cycloalkyl, ~~alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$~~;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from the group consisting of ~~hydrogen,~~ alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN[[,]] and $-NMe_2$; ~~$-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$~~;

n is 0 or 1;

Y is $-L-R^3$ ~~or R^{11}~~;

R^3 is ~~selected from~~ hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, ~~heteroaryl, substituted heteroaryl~~, a saturated 4 to 7 membered mono cyclic heterocyclyl ~~heterocycle and~~ or a substituted saturated 4 to 7 membered mono cyclic heterocyclyl ~~heterocycle~~;

L is –C(=O)NH-, -NH(C=O)-, ~~$-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$~~;

~~R^{11} is an optionally substituted 5-membered heteroaryl;~~

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or -C(=O)-;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

~~P is -Q-R^{10} or R^{15};~~

~~Q is $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or -C(=O)-;~~

~~R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};~~

R^4 ~~and R^5 are~~ is each selected ~~independently~~ from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently ~~selected from~~ hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, or $-NMe_2$; ~~-S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;~~

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

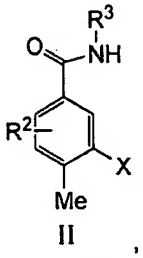
D is selected from a bond, an optionally substituted heterocyclyl ~~heterocycle~~, an optionally substituted aryl, -O-, -S-, -(C=O)-, $-NR^4(C=O)-$, $-(C=O)NR^4-$, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4-$;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring[[,]].

~~with the proviso that when Q is CO then Y is not oxadiazolyl and L is not $-C(=O)NH-$ or $-NHC(=O)-$.~~

2. (Currently amended) The compound of claim 1, having formula (II):

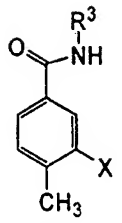


II ,

where R^2 is selected from hydrogen, methyl and halogen; and

R^3 is ~~selected from~~ alkyl, $-OR^4$, substituted alkyl[[,]] or cycloalkyl[[,]] ~~heteroaryl and substituted heteroaryl~~.

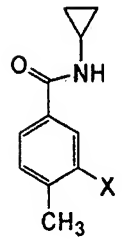
3. (Previously Presented) The compound of claim 1 having formula (III):



III

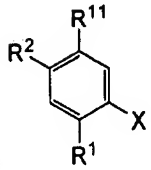
4. (Cancelled)

5. (Currently amended) The compound of ~~any of~~ claim 1 having formula (V):



V

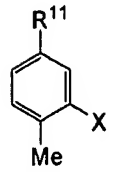
6. (Withdrawn) The compound of claim 1 having formula (VI):



VI

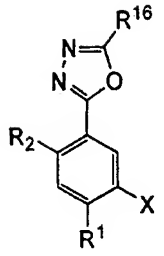
where R^1 is selected from methyl, cyclopropyl and halogen; and
R^2 is selected from hydrogen, methyl and halogen.

7. (Withdrawn) The compound of claim 1 having formula (VII):



VII

8. (Withdrawn) The compound of claim 1 having formula (VIII):



VIII

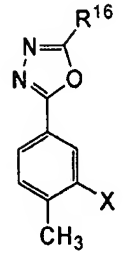
wherein

R^1 is selected from methyl, cyclopropyl and halogen;

R^2 is selected from hydrogen, methyl and halogen; and

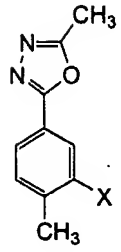
R^{16} is selected from hydrogen, lower alkyl and lower cycloalkyl.

9. (Withdrawn) The compound of claim 1 having formula (IX):



IX

10. (Withdrawn) The compound of claim 1 having formula:



11. (Cancelled)

12. (Previously Presented) The compound of claim 1, wherein R^6 is lower alkyl or hydrogen.

13-19 (Cancelled)

20. (Previously Presented) The compound of claim 1, wherein M is –C(=O)NR^4-.

21. (Previously Presented) The compound of claim 1, wherein M is –C(=O)NH–.

22. (Cancelled)

23. (Previously Presented) The compound of claim 1, wherein R^{10} is methoxybenzyl.

24. (Previously Presented) The compound of claim 1, wherein R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12}.

25. (Previously Presented) The compound of claim 1, wherein R^{14} is heteroaryl optionally substituted with lower alkyl.

26. (Previously Presented) The compound of claim 1, wherein R^{14} is oxadiazolyl, optionally substituted with methyl.

27. (Withdrawn) The compound of claim 1, wherein P is – C(=O) –R^{10} or R^{15}, where R^{10} is aryl and R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12}.

28. (Cancelled)

29. (Previously Presented) The compound of claim 1, wherein R^1 is lower alkyl.

30. (Cancelled)

31. (Previously Presented) The compound of claim 1, wherein R^2 is selected from lower alkyl, lower cycloalkyl and halogen.

32. (Previously Presented) The compound of claim 1, wherein R^2 is hydrogen.

33. (Cancelled)

34. (Currently amended) The compound of claim 1, wherein R^3 is ~~selected from~~ lower alkyl[[,]] or lower cycloalkyl~~, heteroaryl, substituted heteroaryl~~.

35. (Previously Presented) The compound of claim 1, wherein R^3 is lower cycloalkyl.

36. (Previously Presented) The compound of claim 1, wherein R^3 is cyclopropyl.

37. (Currently Amended) The compound of claim 1: ~~selected from~~:
~~6-Methyl-4'-[1,3,4]oxadiazol-2-yl-biphenyl-3-carboxylic acid cyclopropylamide;~~
~~6-Methyl-4'-(5-methyl-[1,3,4]oxadiazol-2-yl)-biphenyl-3-carboxylic acid cyclopropylamide;~~
~~6-Methyl-4'-(4H-[1,2,4]triazol-3-yl)-biphenyl-3-carboxylic acid cyclopropylamide;~~
~~4'-Benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;~~
N-(4-Methoxybenzyl)-2-[(5-cyclopropylaminocarbonyl)-2-methylphenyl]-4-aminopyrimidine-5-carboxyamide[[;]].
~~3'-Amino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;~~
~~3'-Acetylamino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide~~.

38. (Withdrawn) A method of treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, comprising administering to a subject in need thereof a compound of claim 1.

39. (Withdrawn) The method of claim 38, wherein the disease or disorder is selected from inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, angiogenic disorders, infectious diseases, neurodegenerative diseases, and viral diseases.

40-53 (Cancelled)

54. (Previously Presented) A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

55-61 (Cancelled)